

18911-14
RECORDATION NO. 18911-14
JUN 30 '03 1-57 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

June 30, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Loan and Security Agreement, dated June 27, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 18911.

The names and addresses of the parties to the documents covered by the enclosed order are:

Borrower: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

Lender: Farm Credit Leasing
Services Corporation
1600 Colonnade
5500 Wayzata Blvd
Minneapolis, MN 55416-1252

Mr. Vernon A. Williams
June 30, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:
216 railcars bearing SYRX and AMIX reporting marks and road numbers attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Loan and Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

Schedule I

Forty-eight (48) 17,574 gallon railroad tank cars, DOT111A100W3, manufactured in 1994 by Trinity Industries, Inc., with the following running numbers:

SYRX:

200140,200161,200164,200165,200169,200123,200128,200137,200142,
200104,200146,200122,200145,200166,200182,200185,299195,200196,200198,
200202,200206,200156,200108,200135,200087,200139,200091,200129,200095,
200160,200168,200193,200208,200235,200238,200241,200243,200256,200159,
200187,200214,200090,200103,200125,200088,200089,200127,200155.

Forty-five (45) 17,574 gallon railroad tank cars, DOT 111A100W3, manufactured in 1994 by Trinity Industries, Inc., with the following running numbers:

SYRX:

200287,200290,200292,200296,200297,200299,200300,200301,200303,
200304,200308,200310,200311,200314,200315,200318,200324,200328,200330,
200331,200332,200333,200335,200347,200351,200353,200212,200218,200183,
200174,200213,200224,200237,200119,200133,200189,200175,200170,200178,
200190,200194,200100,200117,200111,200121.

Fifty (50) 17,574 gallon railroad tank cars, DOT111A100W3, manufactured in 1994 by Trinity Industries, Inc., with the following running numbers:

SYRX:

200116, 200118, 200131, 200138, 200148, 200150, 200157, 200171, 200176,
200180,200186,200188,200192,200199,200201,200205,200207,200210,200211,
200215,200217,200219,200220,200222,200225,200228,200229,200234,200239,
200240,200242,200246,200247,200249,200250,200251,200254,200255,200257,
200258,200259,200262,200264,200265,200266,200276,200278,200282,200284,
200286.

Twenty-five (25) 5125 CF Power Flow covered hopper railcars, manufactured in 1994 by Trinity Industries, Inc. with the following reporting marks:

Running number AMIX-5000 THROUGH 5024

Forty-eight (48) 17,574 gallon railroad tank cars, DOT111A100W3, manufactured in 1994 by Trinity Industries, Inc., with the following running numbers:

SYRX:

200097,200151,200167,200291,200200,200136,200181,200149,200191,
200177,200230,200163,200197,200216,200115,200204,200221,200236,200244,
200245,200252,200261,200280,200293,200283,200209,200162,200172,200147,
200098,200132,200158,200231,200232,200233,200226,200223,200285,200179,
200173,200184,200260,200268,299275,200279,200253,200269,200270.

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

This Memorandum of Loan and Security Agreement is made and entered into as of June 27, 2003, by and among THE FIFTH THIRD LEASING COMPANY (hereinafter referred to as "Borrower") and FARM CREDIT LEASING SERVICES CORPORATION (hereinafter referred to as "Lender") respecting that certain Loan and Security Agreement (hereinafter referred to as the "Loan Agreement") dated as of June 27, 2003, between Borrower and Lender.

Borrower and Lender hereby affirm and acknowledge that: Lender has agreed to loan to the Borrower and the Borrower has agreed to borrow from the Lender and grant the Lender a first priority security interest: (i) in the railcars identified in Schedule I attached hereto; and (ii) in all of Borrower's right, title, and interest in and to that certain master lease and schedules 001, 002, 003, 004, and 005 (collectively the "Lease Agreement") which such Lease Agreement is described and defined on Schedule II attached hereto; effective as of the date hereof and subject to the terms defined in the Loan Agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Loan and Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written.

BORROWER:

LENDER:

THE FIFTH THIRD LEASING
COMPANY

FARM CREDIT LEASING SERVICES
CORPORATION

By: _____

By: Thomas R. Robinson

Name: _____

Name: Thomas R. Robinson

Title: _____

Title: VICE PRESIDENT

STATE OF _____)

COUNTY OF _____)

On this ____ of June, 2003, before me personally appeared _____, to me personally known, who being duly sworn, stated that (s)he is _____ of THE FIFTH THIRD LEASING COMPANY, that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires _____

RECORDATION NO. 18911-14
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MEMORANDUM OF LOAN AND SECURITY AGREEMENT

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Borrower and Lender hereby affirm and acknowledge that: Lender has agreed to loan to the Borrower and the Borrower has agreed to borrow from the Lender and grant the Lender a first priority security interest: (i) in the railcars identified in Schedule I attached hereto; and (ii) in all of Borrower's right, title, and interest in and to that certain master lease and schedules 001, 002, 003, 004, and 005 (collectively the "Lease Agreement") which such Lease Agreement is described and defined on Schedule II attached hereto; effective as of the date hereof and subject to the terms defined in the Loan Agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Loan and Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written.

BORROWER:

THE FIFTH THIRD LEASING
COMPANY

By: Randall C. Strong

Name: RANDALL C. STRONG

Vice President

Title: _____

LENDER:

FARM CREDIT LEASING SERVICES
CORPORATION

By: _____

Name: _____

Title: _____

STATE OF OH)

COUNTY OF Hamilton)

On this 27th of June, 2003, before me personally appeared RANDALL C. STRONG, to me personally known, who being duly sworn, stated that (s)he is VICE PRESIDENT of THE FIFTH THIRD LEASING COMPANY, that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elaine Ellis
Notary Public

My Commission Expires Sept. 14, 2007
ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2007

STATE OF OH)
COUNTY OF Hamilton)

On this 27th of June, 2003, before me personally appeared RANDALL STRONG, to me personally known, who being duly sworn, stated that he is VICE PRESIDENT of FARM CREDIT LEASING SERVICES CORPORATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elaine Ellis
Notary Public

My Commission Expires

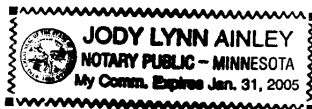
ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2007

STATE OF Minnesota)
COUNTY OF Hennepin)

On this 27th of June, 2003, before me personally appeared
Thomas R. Robinson, to me personally known, who being duly
sworn, stated that he is Vice President of FARM CREDIT
LEASING SERVICES CORPORATION, that said instrument was signed on behalf of
said corporation by authority of its board of directors, and he acknowledged that the
execution of the foregoing instrument was the free act and deed of said corporation.

Jody Lynn Ainley
Notary Public

My Commission Expires



Schedule I

Forty-eight (48) 17,574 gallon railroad tank cars, DOT111A100W3, manufactured in 1994 by Trinity Industries, Inc., with the following running numbers:

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200245,200252,200261,200280,200293,200283,200209,200162,200172,200147,
200098,200132,200158,200231,200232,200233,200226,200223,200285,200179,
200173,200184,200260,200268,299275,200279,200253,200269,200270.

Schedule II

The Lease Agreement

Master Equipment Lease Agreement dated June 1, 1994 between Banc of America Leasing & Capital, LLC, as successor by merger to NationsBanc Leasing Corporation (as successor in interest to Pitney Bowes Credit Corporation), as lessor, and Minnesota Corn Processors, as lessee, recorded with the Surface Transportation Board (the "STB") on July 22, 1994, Number 18911, Schedule Number 001 dated July 21, 1994 to Master Equipment Lease Agreement recorded with the STB July 22, 1994, Number 18911-B, Schedule Number 002 dated July 21, 1994 to Master Equipment Lease Agreement recorded with the STB July 22, 1994, Number 18911-C, Schedule Number 003 dated July 21, 1994 to Master Equipment Lease Agreement recorded with the STB July 22, 1994, Number 18911-D, Schedule Number 004 dated July 21, 1994 to Master Equipment Lease Agreement recorded with the STB July 22, 1994, Number 18911-E, and Schedule Number 005 dated July 21, 1994 to Master Equipment Lease Agreement recorded with the STB July 22, 1994, Number 18911-F which such Master Equipment Lease Agreement relating to the above described Schedules was assigned by Banc of America Leasing & Capital, LLC to The Fifth Third Leasing Company and subject to a Partial Assignment and Assumption Agreement recorded with the STB, August 30, 2002, Number 18911-G.